



BSL/SECTT/SE/C-20/2015-16/05/06

May 20, 2015

The Secretary
The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex (BKC),
Bandra (East),
Mumbai 400 051

Dear Sir / Madam,

Sub: Compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

Ref: Scrip Code No-533276 – BSLIMITED:

In compliance with Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 we would like to confirm that the Board of Directors, at its Meeting held on May 20, 2015 has adopted the revised The Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

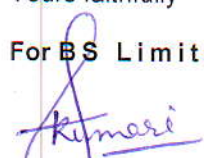
A copy of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is enclosed herewith for your reference and the same has been uploaded on the website of the Company.

We request you to take the above on record.

Thanking you

Yours faithfully

For BS Limited


(Alka Kumari)
Company Secretary



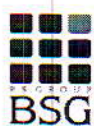
BS Limited

(Formerly BS TransComm Ltd.)

CIN: L27109AP2004PLC042375

504, Trendset Towers, Road No. 2, Banjara Hills, Hyderabad - 500 034, Telangana, India.

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BS LIMITED

**CODE OF PRACTICES AND PROCEDURES FOR
FAIR DISCLOSURE OF UNPUBLISHED PRICE
SENSITIVE INFORMATION**



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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Introduction and Objective

BS Limited ("the Company") is committed to transparency and fairness in dealing with all Stakeholders and in ensuring adherence to all Laws and Regulations. The Company also makes efforts to preserve the confidentiality of un-published price sensitive information and prevent misuse of such information.

Securities and Exchange Board of India vide its Notification No. LAD-NRO/GN/2014-15/21/85 dated January 15, 2015 had introduced SEBI (Prohibition of Insider Trading) Regulations, 2015 to be in force with effect from May 15, 2015, repealing the earlier SEBI (Prohibition of Insider Trading) Regulations, 1992.

In terms of the aforesaid Regulations, it is mandatory for every Listed Company to formulate and publish on its website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to be followed in order to adhere to each of the Principles with an objective to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent the misuse of such information.

In compliance with Regulation 8(1) of the aforesaid Regulations, the Board of Directors of the Company, at its Meeting held on May 20, 2015, had approved and adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and made the same effective May 15, 2015. A copy of the Code is attached hereto.

1. TITLE AND COMMENCEMENT:

This Code shall be called as "BS Limited Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information".

It shall be effective from May 15, 2015.

2. PRINCIPLES OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Code seeks to ensure the timely, fair and adequate disclosure of Unpublished Price Sensitive Information to the Investor community by the Company and to enable them to take an informed investment decisions with regard to the Company's Securities. The Company endeavors to preserve the confidentiality of the Unpublished Price Sensitive Information and to prevent the misuse of such information.

Towards achieving the objective of conducting the Company's business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company, the Company and the members of the Board, Officers, all employees and connected persons shall adhere to the following principles of fair disclosure of unpublished price sensitive information in letter as well as in spirit:

1. Prompt disclosure of Price Sensitive Information

The Compliance Officer / Public Spokesperson as the case may be, shall be responsible to ensure Prompt public disclosure of unpublished price sensitive information that would impact





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price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

2. Avoidance of Selective Disclosure

The Company shall ensure Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

3. Designation of Senior Officer to Oversee and Coordinate Disclosure:

The Communication Officer of the Company or any other person appointed by the Managing Director, under these Regulations shall be responsible to deal with dissemination of information and disclosure of unpublished price sensitive information. The Compliance Officer shall deal with the dissemination of Unpublished Price Sensitive Information as required under Listing Agreement entered into with the Stock Exchanges and / or as per the applicable laws / directions of the Courts, Regulatory Authorities, Government Departments and other appropriate authorities. Before public disclosure of the Unpublished Price Sensitive Information in accordance with this Code, the Public Spokesperson / Compliance Officer shall ensure that such Unpublished Price Sensitive Information culminates in to finality so as to make the same credible and concrete to avoid speculation in the market. In other words, any Unpublished Price Sensitive Information, which is contingent upon happening and non-happening of any event, shall be disclosed in accordance with this Code only after happening or non-happening of such an event becomes definitive.

4. Prompt dissemination of inadvertently disclosed Unpublished Price Sensitive Information

The Compliance Officer / Public Spokesperson shall ensure to make Prompt dissemination of such unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

In case of doubt, the Public Spokesperson/ Compliance Officer as the case may be, shall consult and seek approval of the Managing Director/ Chief Executive Officer before dissemination of such information.

Should any dissemination of information on behalf of the Company takes place out of accidental omission, by any Employee or Director of the Company, such Employee / Director shall forthwith inform the Public Spokesperson / Compliance Officer as the case may be, about such disclosure irrespective of the fact whether such information is Price Sensitive Information or not.

5. Responding to Market Rumors

The Company shall ensure to provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

The Public Spokesperson in consultation with Compliance Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors / report appearing in newspaper or otherwise and then decide about making the appropriate disclosures.





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The Employees / Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from stock exchanges or from the press or media or from any other source to the Public Spokesperson and the Compliance Officer as the case may be.

The Public Spokesperson and the Compliance Officer as the case may be, shall on receipt of requests as aforesaid, consult the Managing Director and respond to the same without any delay.

6. Disclosure / Dissemination of Price Sensitive Information with special reference to analysts, institutional investors:

The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

For this purpose, No person, except those authorized by the Public Spokesperson / Compliance Officer as the case may be, shall disclose any information relating to the Company's Securities to analysts and institutional investors. The Public Spokesperson / Compliance Officer as the case may be, shall be invited to meetings / conferences organized by the Company with the analysts / institutional investors.

7. Disclosure of information on Need-to-know basis:

The Company shall handle of all unpublished price sensitive information on a need-to-know basis.

8. Uploading of information on the Official Website

The Company shall develop best practices to make the transcripts or records of the proceedings the Meetings with analysts and other investor relations conferences available on the official website to ensure official confirmation and documentation of the disclosures made. The Company may also consider other modes of public disclosure of Price Sensitive Information so as to improve investor access to the same.

The Public Spokesperson / Compliance Officer as the case may be, shall mark a copy of the Press Release to the Communications in simultaneously for supplementing the BSL's website www.bsgroup.in to facilitate disclosure through the use of its dedicated internet website.

3. AMENDMENT TO THE CODE

The Managing Director of the Company is authorized to make such amendment(s) or modification(s) may be necessary to comply with the regulatory requirements.

Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

